

**MINUTES OF HARDWICK ELECTRIC DEPARTMENT EMERGENCY COMMISSIONERS MEETING OF 4/15/2024 AT 4:00 PM**

**DRAFT**

Commissioners Gedanken, Ambrosino, Prevot and Kamisher-Koch were in attendance along with CBOS Beth Essary. Public in attendance: Brian Forant, HED; Eric Remick, Town of Hardwick Select Board; David Upson, Hardwick Town Manager; Jim Fontaine, Denis Chase and Jim Davison.

In attendance via Zoom: Patrick Morrissey  
Cole Leroux  
Ken Nolan, VPPSA

- Commissioner Gedanken called the meeting to order at 4:12 PM.
- Amendment to the agenda: Add Executive Session before adjourning.
- Commissioner Prevot made a motion to approve minutes from the March 18, 2024 meeting. Commissioner Kamisher-Koch seconded the motion. Motion passed.
- Commissioner Ambrosino made a motion to approve the minutes from the April 12, 2024 meeting. Commissioner Prevot seconded the motion. Motion passed.
- The Board listened to public comment, no action was taken.
- Commissioner Ambrosino made a motion to open an account with Peoples Trust Company of St. Albans. Commissioner Prevot seconded the motion. Motion passed.
- Commissioner Roger made a motion to designate as signatories of the new Peoples Trust Company of St. Albans bank account Beth Essary, and all commissioners. Commission Ambrosino seconded the motion. Motion passed.
- Commissioner Gedanken made a motion:
  - (1) Hardwick Electric Department resolves that Union Bank is designated as a depository for the funds of the Town of Hardwick Electric Department (Association) and to provide other financial accommodations indicated in this resolution.
  - (2) This resolution shall continue to have effect until express written notice of its rescission or modification has been received and recorded by the Financial Institution. Any and all prior resolutions adopted by the Association and certified to the Financial Institution as governing the operation of this association's account(s), are in full force and effect, until the financial institution receives and acknowledges an express written notice of its revocation, modification or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Financial Institution, establishing the authority for the changes.
  - (3) The signature of an Agent on this resolution is conclusive evidence of their authority to act on behalf of the Association. Any Agent, so long as they act in a representative capacity as an Agent of the Association, is advisable for the effective exercise of the powers indicated in this resolution, from time to time with the Financial Institution, subject to any restrictions on this resolution or otherwise agreed to in writing.
  - (4) All transactions, if any, with respect to any deposits, withdrawals, rediscounts and borrowings by or on behalf of the Association with the Financial Institution prior to the adoption of this resolution are hereby ratified, approved and confirmed.
  - (5) The Association agrees to the terms and conditions of any account agreement, properly opened by any Agent of the Association. The Association authorizes the Financial Institution, at any time, to charge the Association for all checks, drafts, or other orders, for the payment of money, that are drawn on the Financial Institution, so long as they contain the required number of signatures for this purpose.
  - (6) The Association acknowledges and agrees that the Financial Institution may furnish at its discretion automated access devices to Agents of the Association to facilitate those powers authorized by this resolution or other resolutions in effect at the time of issuance. The term "automated access device" includes, but is not limited to, credit cards, automated teller machines (ATM), and debit cards.
  - (7) The Association acknowledges and agrees that the Financial Institution may rely on alternative signatures and verification codes issued to or obtained from the Agent named on this resolution. The term "alternative signature and verification codes" includes, but is not limited to, facsimile signatures on file with the Financial Institution, personal identification numbers (PIN), and digital signatures. If a facsimile signature specimen has been provided on this resolution, (or that are filed separately by the Association with the Financial Institution from time to time) the financial Institution is authorized to treat the facsimile signature as the signature of the agent(s) regardless of by whom or by what means the facsimile signature may have been affixed so long as it resembles the facsimile signature specimen on file. The Association authorized each Agent or have custody of the Association's private key used to create a digital signature and to request issuance of a certificate listing the corresponding public key. The Financial Institution shall have no responsibility or liability for unauthorized use of alternative signature and verification codes unless otherwise agreed in writing.

Effect on Previous Resolutions. This resolution supersedes any prior resolution. If not completed, all resolutions remain in effect.

Certificate of Authority. I further certify that the Association has, and at the time of the adoption of this resolution had, full power and lawful authority to adopt the resolutions stated above to confer the powers granted above to the persons named who have full power and lawful authority to exercise the same.

Be it resolved that the Town of Hardwick Electric Department (Entity) desires to enter agreement with Union Bank in order to utilize the Automated Clearing House (ACH) Network operated by the NACHA (also or formerly known as National Automated Clearing House Association) and/or other regional automated networks using Union Bank's Online Banking System; and

Be it further resolved that Beth Essary, Controller and Business Office Supervisor, Lynne Gedanken, Commissioner, Roger Prevot, Commissioner, Michael Ambrosino, Commissioner and Myles Kamisher-Koch, Commissioner are Duly authorized Agents of the Town of Hardwick Electric Department (Entity) are hereby authorized to take action on behalf of the Entity relative to the Entity's use of the ACH Network through Union Bank, including, but not limited to: execute on behalf of the entity the Agreement for ACH Origination with Union Bank and all documents relating thereto in order to effectuate the Entity's use of the ACH Network for banking transactions through Union Bank; designate authorized Representative(s) of the Entity who will be the User(s) of the ACH system on behalf of the entity; specify and amend the scope, limitations, restrictions, and access of each Authorized Representative's use of the ACH system; revoke the authority of the Authorized Representative's use of the ACH system; execute "Authorized Representative" forms on behalf of the entity in order to designate, change, revoke, and specify the Entity's authority for each Authorized Representative's use of the ACH system on behalf of the Entity; and to carry out such other acts on behalf of the Entity as may be necessary or appropriate to utilize Union Bank's Online Banking System.

Authorized signatories on the account will be Beth Essary, and each of the commissioners, Michael Ambrosino, Roger Prevot, Myles Kamisher-Koch and Lynne Gedanken. Commissioner Ambrosino seconded the motion. Motion passed.

- Commissioner Prevot made a motion to renew the line of credit with Union Bank. Commissioner Kamisher-Koch seconded the motion. Motion passed.
- The financial statements were reviewed.
- Commissioner Ambrosino made a motion to move into Executive Session to discuss a customer issue. Commissioner Prevot seconded the motion. Motion passed. The board went into Executive Session at 5:13 pm.
- The board came out of Executive Session at 5:14 pm. No action was taken.
- Ken Nolan provided information about a possible Morrisville transmission line transaction. No action was taken.
- Commissioner Gedanken made a motion to go into Executive Session to discuss a confidential employee matter. Commissioner Kamisher-Koch seconded the motion. The board went into Executive Session at 5:32 pm.
- The board came out of Executive Session at 6:14 pm. No action was taken.
- Commissioner Ambrosino made a motion to move into Executive Session to discuss a customer issue. Commissioner Prevot seconded the motion. Motion passed. The board went into Executive Session at 6:17 pm.
- The board came out of Executive Session at 6:38 pm. No action was taken.
- Commissioner Ambrosino made a motion to adjourn. Commissioner Prevot seconded the motion. Motion passed.
- The meeting adjourned at 6:30 pm.

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Recorder

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Date

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Commissioner Signature

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Date